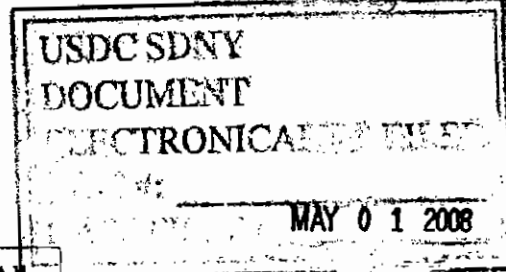


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



LISA SWANSON, Individually And On Behalf of All
Others Similarly Situated,

Plaintiff,

v.

CITIGROUP INC., CITIGROUP GLOBAL
MARKETS INC., and CITI SMITH BARNEY,

Defendants.

Case No. 08-cv-3139 (LTS)

JUDGE LAURA T. SWAIN

STIPULATION AND
~~PROPOSED~~ ORDER

WHEREAS, plaintiff in the above-captioned action alleges claims arising out of the same facts and circumstances as plaintiffs in certain other actions pending before this Court;

WHEREAS, the complaint in the above-captioned action is governed by the provisions of the Private Securities Litigation Reform Act ("PSLRA");

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned counsel for the parties herein, that:

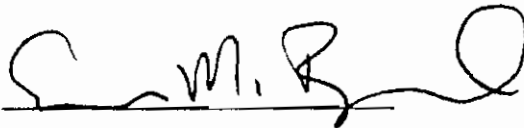
(a) defendants Citigroup Inc. ("Citigroup"), Citigroup Global Markets Inc. ("CGMI") and Smith Barney hereby do not waive any defenses, objections or arguments;

(b) defendants Citigroup, CGMI and Smith Barney shall not be required to answer or otherwise respond to, and are hereby expressly relieved from answering or otherwise responding to, the complaint in the above-captioned action pending the filing of a consolidated amended complaint;

(c) counsel for plaintiff(s) and counsel for defendants Citigroup, CGMI, and Smith Barney will confer on a briefing schedule and submit a stipulation and proposed order to the Court following the appointment of Lead Plaintiff.

Dated: April 29, 2008
New York, New York

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SO ORDERED:

U.S.D.J.